

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

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|----------------------------|---|---------------------|
| SYNOPSYS, INC., |) | |
| a Delaware Corporation, |) | |
| |) | |
| Plaintiff and |) | |
| Counter-Defendant, |) | |
| |) | |
| v. |) | C.A. No. 05-701 GMS |
| |) | |
| MAGMA DESIGN AUTOMATION, |) | |
| a Delaware Corporation, |) | |
| |) | |
| Defendant and |) | |
| Counterclaimant. |) | |
| |) | |
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| |) | |
| AND RELATED COUNTERCLAIMS. |) | |
| |) | |
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**MOTION TO STRIKE, DISMISS, AND/OR SEVER AND
STAY SYNOPSYS’S ALLEGATIONS AND AFFIRMATIVE DEFENSES**

For the reasons set forth in the opening accompanying brief, Defendant and Counter-Claimant Magma Design Automation, Inc. (“Magma”) hereby moves this Court pursuant to Federal Rule of Civil Procedure 12(f) for an order striking the Fourth and Fifth affirmative defenses of unclean hands and equitable estoppel, respectively, and paragraphs 164-233, of the Reply to Magma Design Automation Inc.’s Second Amended Answer To Complaint And Counterclaims, And Synopsys’s Counterclaim (“Reply”) filed by Plaintiff and Counter-Defendant Synopsys, Inc. (“Synopsys”); or, alternatively, for an order pursuant to Federal Rule of Civil Procedure 12(b)(6) dismissing such affirmative defenses and allegations; or, alternatively, for an order pursuant to Federal Rule of Civil Procedure 42(b) staying discovery

and trial of this action as to such affirmative defenses and such allegations. Proposed Orders are attached.

FISH & RICHARDSON P.C.

By: /s/ William J. Marsden, Jr.

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Attorneys for Defendant and Counterclaimant,
Magma Design Automation, Inc.

DATED: July 5, 2006

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RULE 7.1.1 CERTIFICATE

The undersigned certifies that counsel for movants have made reasonable effort to reach agreement with the opposing attorneys on the matters set forth in the motion as set forth more fully in the Declarations of Dara Tabesh and Raymond Scott In Support of Magma Design Automation's Motion to Strike, Dismiss, and/or Sever and Stay Synopsis's Allegations and Affirmative Defenses.

/s/ William J. Marsden, Jr.

William J. Marsden, Jr.

CERTIFICATE OF SERVICE

I hereby certify that on July 5, 2006, I electronically filed with the Clerk of Court the foregoing MOTION TO STRIKE, DISMISS, AND/OR SEVER AND STAY SYNOPSIS'S ALLEGATIONS AND AFFIRMATIVE DEFENSES using CM/ECF which will send electronic notification of such filing(s) to the below-listed Delaware counsel. In addition, the filing will also be sent via hand delivery to:

Karen Jacobs Loudon, Esquire
Morris, Nichols, Arsht & Tunnell
1201 North Market Street
Wilmington, DE 19801

Attorneys for Plaintiff
Synopsis, Inc.

I hereby certify that on July 5, 2006, I have mailed by United States Postal Service, the document(s) to the following non-registered participants:

Valerie M. Wagner, Esquire
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Attorneys for Plaintiff
Synopsis, Inc.

/s/ William J. Marsden, Jr.

William J. Marsden, Jr.